

RECORDATION NO. 23803-13 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.

DEC 31 '01

4:02 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

December 31, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 5, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Loan and Security Agreement which are being filed with the Board under Recordation Number

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
9876 213th Avenue, N.W.
Elk River, Minnesota 55330

Lessee: Commercial Metals Company
7800 Stemmons Freeway 10th Floor
Dallas Texas 75247

A description of the railroad equipment covered by the enclosed document is:

Thirty-eight (38) woodchip gondola railcars: MWCX 100114 - MWCX 100151 inclusive.

Mr. Vernon A. Williams
December 31, 2001
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A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Ed M Luria".

Edward M. Luria

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

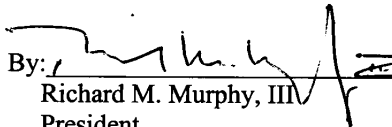
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of September 5, 2001, by MIDWEST RAILCAR CORPORATION ("Lessor"), and COMMERCIAL METALS COMPANY ("Lessee").

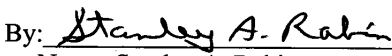
Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of September 5, 2001 ("Lease") of certain railcars as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By:  (SEAL)
Richard M. Murphy, III
President

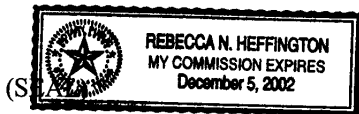
COMMERCIAL METALS COMPANY

By:  (SEAL)
Name: Stanley A. Rabin
Title: President and
Chief Executive Officer

STATE OF TEXAS, County Of Dallas, TO WIT:

I HEREBY CERTIFY, that on this 5th day of September, 2001, before me, the undersigned, a Notary Public of the State of Texas, personally appeared Stanley A. Rabin, who acknowledged himself to be President and Chief Executive Officer of Commercial Metals Company, a Delaware corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President and Chief Executive Officer of said corporation by signing the name of the corporation by himself as President and Chief Executive Officer.

AS WITNESS my hand and notarial seal.



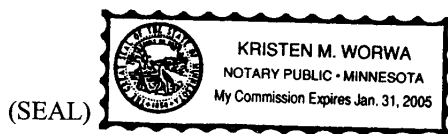
Rebecca N. Heffington
Notary Public

My Commission Expires: 12/05/02

STATE OF MINNESOTA, _____, County OF Shelburne, TO WIT:

I HEREBY CERTIFY, that on this 6th day of Sept, 2001, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Richard M. Murphy, III, who acknowledged himself to be a President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.



Kristen M. Worwa
Notary Public

My Commission Expires: 1-31-2005

EXHIBIT A

DESCRIPTION OF RAILCARS

Cubic Capacity:	7452 c.f.
Car Builder:	Gunderson
AAR Car Code:	E507
Year Built:	1971

CAR NUMBERS:

MWCX 100114 - 100151